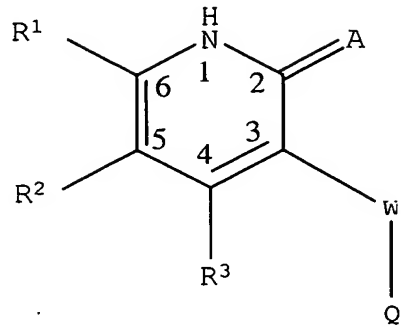
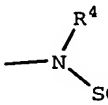
WHAT IS CLAIMED IS:

1. A compound of Formula I



I

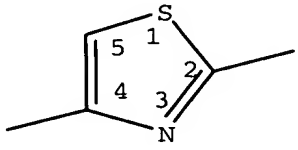
wherein A is O or S;

wherein Q is selected from $-N(R^5)_2$, $-NR^5C(O)R^5$, $-(C_1-C_8)$alkyl-OR^5, $-(C_1-C_8)$alkyl-$S(O)_nR^6$,  , substituted aryl, an unsubstituted or substituted monocyclic or bicyclic, non-aromatic carbocyclic ring, an unsubstituted or substituted monocyclic or bicyclic, heteroaryl ring, and an unsubstituted or substituted monocyclic or bicyclic, non-aromatic heterocyclic ring,

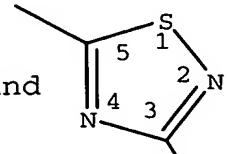
wherein a ring is unsubstituted or substituted with one or more groups selected from halo, (C_1-C_8)alkyl, (C_2-C_8)alkynyl, (C_2-C_8)alkenyl, $-OR^5$, $-O-(CH_2)_{1-2}-O-$, $-N(R^5)_2$, $-(C_1-C_8)$alkyl-$N(R^5)_2$, (C_1-C_8)haloalkyl, lower cyanoalkyl, $-(C_1-C_8)$alkyl-OR^5, lower alkylaminoalkoxy, lower aminoalkoxyalkyl, $-(C_1-C_8)$alkyl-$S(O)_nR^5$, $-N(R^5)-(C_1-C_8)$alkyl-$N(R^5)_2$, $-N(R^5)-(C_1-C_8)$alkyl-OR^5, $-N(R^5)-(C_1-C_8)$alkyl-$NHC(O)R^5$, $-N(R^5)-(C_1-C_8)$alkyl-$C(O)N(R^5)_2$, lower alkoxyalkyl, $-S(O)_nR^5$, $-SO_2NR^5R^5$, $-NR^5S(O)_nR^5$, cyano, nitro, optionally substituted (C_3-C_{10})cycloalkyl, optionally substituted aryl, optionally substituted 4-7 membered heterocyclyl, optionally substituted phenoxyalkyl, optionally substituted

heterocyclyloxyalkyl, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-CO_2N(R^5)_2$, $-SO_2NHC(O)R^5$, optionally substituted phenylalkyl, optionally substituted heterocyclylalkyl, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$ and $-C(O)R^5$;

wherein W is selected from



and



;

wherein n is 0, 1 or 2;

wherein R^1 is selected from H, $-OR^6$, halo, aryl, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$alkenyl, $(C_2$-$C_8)$alkynyl, $(C_1$-$C_8)$perfluoroalkyl, $-NR^5_2$, $-(C_1$-$C_8)$alkyl-NR^5_2, $-(C_1$-$C_8)$alkyl-OR^5, $-S(O)_n$-alkyl, $-S(O)_n$-aryl, $-S(O)_n$-heteroaryl, $(C_3$-$C_{10})$cycloalkyl, nitro, heterocyclyl, $-NR^5SO_2R^5$, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-(CR^5_2)_{1-8}$aryl, $-(CR^5_2)_{1-8}$heterocyclyl, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$, and $-C(O)R^5$; wherein R^1 and R^2 may be joined to form a 5-10 membered saturated or partially unsaturated carbocyclic or heterocyclic ring;

wherein R^2 is selected from H, $-OR^6$, halo, aryl, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$alkenyl, $(C_2$-$C_8)$alkynyl, $(C_1$-$C_8)$perfluoroalkyl, $-NR^5_2$, $-(C_1$-$C_8)$alkyl-NR^5_2, $-(C_1$-$C_8)$alkyl-OR^5, $-S(O)_n$-alkyl, $-S(O)_n$-aryl, $-S(O)_n$-heteroaryl, $(C_3$-$C_{10})$cycloalkyl, nitro, heterocyclyl, $-NR^5SO_2R^5$, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-(CR^5_2)_{1-8}$aryl, $-(CR^5_2)_{1-8}$heterocyclyl, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$, and $-C(O)R^5$;

wherein R^3 is selected from H, $-OR^6$, halo, aryl, $(C_1$-$C_8)$alkyl, $(C_2$-$C_8)$alkenyl, $(C_2$-$C_8)$alkynyl, $(C_1$-$C_8)$perfluoroalkyl, $-NR^5_2$, $-(C_1$-$C_8)$alkyl-NR^5_2, $-(C_1$-$C_8)$alkyl-OR^5, $-S(O)_n$-alkyl, $-S(O)_n$-aryl, $-S(O)_n$-heteroaryl, $(C_3$-$C_{10})$cycloalkyl, nitro, heterocyclyl, $-NR^5SO_2R^5$,

$-C(O)N(R^5)_2$, $-CO_2R^5$, $-(CR^5_2)_{1-8}$aryl, $-(CR^5_2)_{1-8}$heterocyclyl, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$, and $-C(O)R^5$; wherein R^2 and R^3 may be joined to form a 5-10 membered saturated or partially unsaturated carbocyclic or heterocyclic ring;

wherein R^4 is independently selected from H, and (C_1-C_6)alkyl;

wherein R^5 is independently selected from H, lower alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkyl, optionally substituted C_3-C_6 cycloalkyl-alkyl, lower alkylamino-lower alkyl, aryloxyalkyl, alkylcarbonylalkyl, and lower perfluoroalkyl; and

wherein R^6 is independently selected from lower alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkyl, optionally substituted C_3-C_6 cycloalkyl-alkyl, lower alkylamino-lower alkyl, aryloxyalkyl, alkylcarbonylalkyl, and lower perfluoroalkyl;

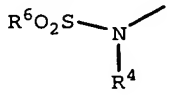
wherein each aryl, heteroaryl, cycloalkyl, and heterocyclyl moiety of any R^1, R^2, R^3, R^5, R^6, and Q is optionally substituted with one or more groups selected from halo, $-NH_2$, -OH, $-CO_2H$, (C_1-C_6)alkylamino, (C_1-C_6)alkoxy, (C_1-C_6)alkoxyalkyl, (C_1-C_6)alkyl, di(C_1-C_6)alkylamino, phenyl, and heterocyclyl;

and pharmaceutically acceptable derivatives thereof;

provided R^1 is not CF_3 when R^2 is ethoxycarbonyl, when R^3 is H, when W is thiazol-4-yl and when Q is 4-pyridyl or 2-chloro-4-pyridyl; further provided Q is not 4-pyridyl, when W is thiazol-2-yl, when R^1, R^3, and R^2 are H; further provided Q is not 2-nitro-5-furyl when W is thiazol-2-yl, when R^1 is methyl, when R^3 is H, and when R^2 is H; further

provided Q is not phenyl when W is thiazol-2-yl, when R^1 is methyl, when R^3 is methyl, and when R^2 is H; further provided Q is not phenyl, 3,4-diacetylphenyl or 3,4-dihydroxyphenyl, when W is thiazol-2-yl, when R^1 is H, when R^3 is H, and when R^2 is H; and further provided Q is not 3-cyano-6-methyl-2-oxo-1,2-dihydro-5-pyridyl, when W is thiazol-2-yl, when R^1 is methyl, when R^3 is H, and when R^2 is acetyl.

2. Compound of Claim 1 wherein Q is selected from



R^6SO_2-(C_1-C_6)alkyl-, , substituted phenyl, and substituted or unsubstituted 5-6 membered heteroaryl;

wherein R^4 is independently selected from H, and (C_1-C_2)alkyl; and

wherein R^6 is independently selected from (C_1-C_4)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C_1-C_2)alkyl, optionally substituted furyl-(C_1-C_2)-alkyl, optionally substituted C_3-C_6 cycloalkyl-(C_1-C_2)-alkyl, (C_1-C_3)alkylamino-(C_1-C_3)-alkyl-, phenyloxy-(C_1-C_3)alkyl-, (C_1-C_2)alkylcarbonyl-(C_1-C_2)alkyl- and optionally substituted heterocyclyl selected from pyridyl and thienyl; and pharmaceutically acceptable derivatives thereof.

3. Compound of Claim 2 wherein Q is selected from phenylsulfonylamino, N-methyl-N-(2-pyridylsulfonyl)amino, N-methyl-N-(3-pyridylsulfonyl)amino, N-methyl-N-(4-pyridylsulfonyl)amino, N-methyl-N-(2-thienylsulfonyl)amino, N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 3-pyridylsulfonylmethyl, 4-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, 3-trifluoromethylbenzyl-

sulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 4-chlorophenyl-methylsulfonylmethyl, 2-thienyl, 3-(4-chlorophenylsulfonylmethyl)-2-thienyl, phenyl substituted with one or more substituents selected from hydroxyl, chloro, fluoro, methoxy, -O-CH_2-O-, amino, aminomethyl, methylsulfonyl, methyl, cyano, trifluoromethyl, and pyrrolyl,
unsubstituted pyridyl, and
4-pyridyl substituted with one or more substituents selected from chloro, fluoro, methyl, ethyl, -NH_2, methoxy, ethoxy, -OH, -CO_2H, phenoxyethylamino, methylamino, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidinyl; and
pharmaceutically acceptable derivatives thereof.

4. Compound of Claim 1, and pharmaceutically acceptable derivatives thereof, wherein W is thiazol-4-yl.

5. Compound of Claim 1 wherein R^1 is selected from (C_1-C_6)alkyl, -(C_1-C_4)alkyl-$N(R^5)_2$, -(C_1-C_4)alkyl-OR^5, -(C_3-C_5)cycloalkyl, and -CF_3;
wherein R^2 is selected from H, halo, (C_1-C_3)alkyl, -NR^5_2, -OR^6, -(C_1-C_3)alkyl-OR^5, -$C(O)N(R^5)_2$, -CO_2R^5, -$(CH_2)_{1-3}$-(5-6 membered saturated or partially unsaturated) heterocyclyl, -$NHC(O)R^5$, and -$C(O)R^5$;

wherein R^1 and R^2 may be joined together with the pyridone ring to form optionally substituted 2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, optionally substituted 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-quinolin-2-one, optionally substituted 7,8-dihydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one;

wherein R^3 is H;

wherein R^5 is independently selected from H, C_1-C_4-alkyl, optionally substituted phenyl, optionally substituted benzyl, optionally substituted heterocyclyl selected from piperazinyl, morpholinyl, pyrrolidinyl, and piperidinyl, optionally substituted pyridyl-(C_1-C_3)-alkyl, optionally substituted piperazinyl-(C_1-C_3)-alkyl, 4-morpholinyl-(C_1-C_3)-alkyl, pyrrolidinyl-(C_1-C_3)-alkyl, 1-piperidinyl-(C_1-C_3)-alkyl, optionally substituted C_3-C_6 cycloalkyl-(C_1-C_3)-alkyl, -(C_1-C_3)-alkyl-N-((C_1-C_3)-alkyl)$_2$ and -(C_1-C_3)-alkyl-NH-(C_1-C_3)-alkyl;

and pharmaceutically acceptable derivatives thereof.

6. Compound of Claim 5 wherein R^1 is selected from methyl, ethyl, propyl, isopropyl, hydroxyethyl, dimethylaminomethyl, benzyloxymethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl, and -CF_3;

wherein R^2 is selected from H, bromo, methyl, amino, isobutylamino, hydroxymethyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, tert-butoxycarbonyl, 4-morpholinylethoxycarbonyl, 1-pyrrolidinylethoxycarbonyl,

1-piperidinylethoxycarbonyl, diethylaminopropoxycarbonyl, carboxyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, methylcarbonylamino, isobutylcarbonylamino, and 1-methyl-4-piperazinylcarbonyl;

wherein R^1 and R^2 may be joined together with the pyridone ring to form 6-benzyloxycarbonyl-2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, 7-Boc-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 7-ethyl-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 5-methyl-7,8-dihydro-1H-quinolin-2-one, 5-propylamino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 5-propylimino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and pharmaceutically acceptable derivatives thereof.

7. Compound of Claim 4, and pharmaceutically acceptable derivatives thereof, wherein A is O; wherein Q is selected from N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl substituted with one or more substituents selected from
chloro, fluoro, and $-O-CH_2-O-$,
unsubstituted pyridyl, and
4-pyridyl substituted with one or more substituents selected from chloro, fluoro, $-NH_2$, methoxy, ethoxy, phenoxyethylamino, methylamino, methyl, ethyl, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-

furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidinyl;

wherein R^1 is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, hydroxyethyl, benzyloxymethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl, and $-CF_3$;

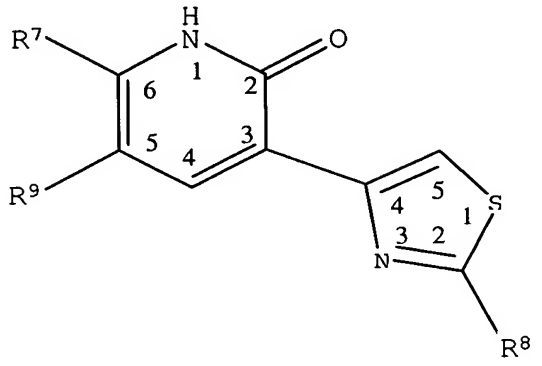
wherein R^2 is selected from H, bromo, methyl, amino, isobutylamino, hydroxymethyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, tert-butoxycarbonyl, 4-morpholinylethoxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminopropoxycarbonyl, carboxyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, methylcarbonylamino, isobutylcarbonylamino, and 1-methyl-4-piperazinylcarbonyl;

wherein R^1 and R^2 may be joined together with the pyridone ring to form 6-benzyloxycarbonyl-2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, 7-Boc-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 7-ethyl-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 5-methyl-7,8-dihydro-1H-quinolin-2-one, 5-propylamino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 5-propylimino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and

wherein R^3 is H.

8. Compound of Claim 1 wherein A is O; and pharmaceutically acceptable derivatives thereof.

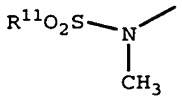
9. A compound of Claim 1 having Formula II



II

wherein R^7 is selected from $-(C_1-C_3)$alkyl, $-(C_1-C_3)$alkyl-$N(R^{10})_2$, $-(C_1-C_3)$alkyl-OR^{10}, $-(C_3-C_5)$cycloalkyl, and $-CF_3$;

wherein R^8 is selected from $R^{10}SO_2-(C_1-C_6)$alkyl-, $R^{11}SO_2NH-$



, substituted phenyl, and substituted or unsubstituted 5-6 membered heteroaryl;

wherein R^9 is selected from H, halo, (C_1-C_3)alkyl, $-NR^{10}_2$, $-(C_1-C_3)$alkyl-OR^{10}, $-C(O)N(R^{10})_2$, $-CO_2R^{10}$, $(CH_2)_{1-3}$-(5-6 membered saturated or partially unsaturated heterocyclyl, $-NHC(O)R^{10}$, and $-C(O)R^{10}$;

wherein R^{10} is independently selected from H, (C_1-C_4)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C_1-C_2)alkyl, optionally substituted furyl-(C_1-C_2)-alkyl, optionally substituted C_3-C_6 cycloalkyl-(C_1-C_2)-alkyl, (C_1-C_3)alkylamino-(C_1-C_3)-alkyl-, phenyloxy-(C_1-C_3)alkyl-, (C_1-C_2)alkylcarbonyl-(C_1-C_2)alkyl- and optionally substituted heterocyclyl selected from pyridyl and thienyl; and

wherein R^{11} is independently selected from (C_1-C_4)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C_1-C_2)alkyl, optionally substituted furyl-(C_1-C_2)-alkyl, optionally substituted C_3-C_6 cycloalkyl-(C_1-C_2)-alkyl, (C_1-C_3)alkylamino-(C_1-C_3)-alkyl-, phenyloxy-(C_1-C_3)alkyl-, (C_1-C_2)alkylcarbonyl-(C_1-C_2)alkyl, and optionally substituted heterocyclyl selected from pyridyl and thienyl;

and pharmaceutically acceptable derivatives thereof;

provided R^7 is not CF_3 when R^9 is ethoxycarbonyl and when R^8 is 4-pyridyl or 2-chloro-4-pyridyl.

10. Compound of Claim 9 wherein R^7 is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, benzyloxymethyl, hydroxyethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl, and $-CF_3$; wherein R^8 is selected from N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl substituted with one or more substituents selected from chloro, fluoro, and $-O-CH_2-O-$,

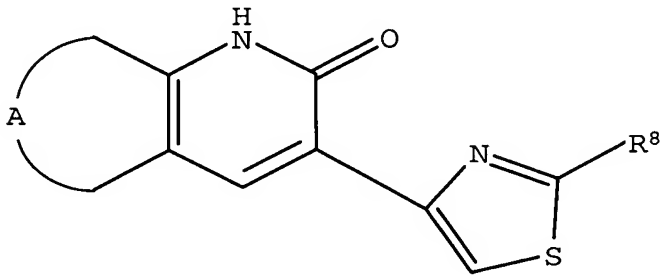
unsubstituted pyridyl, and

4-pyridyl substituted with one or more substituents selected from chloro, fluoro, $-NH_2$, methoxy, ethoxy, phenoxyethylamino, methylamino, methyl, ethyl, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino,

isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidinyl; and

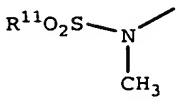
wherein R^9 is selected from H, bromo, methyl, amino, isobutylamino, hydroxymethyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, tert-butoxycarbonyl, 4-morpholinylethoxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminopropoxycarbonyl, carboxyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, methylcarbonylamino, isobutylcarbonylamino, and 1-methyl-4-piperazinylcarbonyl; and pharmaceutically acceptable derivatives thereof.

11. A compound of Claim 1 having Formula III



III

wherein R^8 is selected from $R^{11}SO_2$-$(C_1$-$C_6)$alkyl-, $R^{11}SO_2NH$-



, substituted phenyl, and substituted or unsubstituted 5-6 membered heteroaryl;

wherein ring A together with the pyridone ring forms optionally substituted 2-oxo-1,5,7,8-tetrahydro-2H-

[1,6]naphthyridine, optionally substituted 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-quinolin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and

wherein R^{11} is independently selected from (C_1-C_4)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C_1-C_2)alkyl, optionally substituted furyl-(C_1-C_2)-alkyl, optionally substituted C_3-C_6 cycloalkyl-(C_1-C_2)-alkyl, (C_1-C_3)alkylamino-(C_1-C_3)-alkyl-, phenyloxy-(C_1-C_3)alkyl, (C_1-C_2)alkylcarbonyl-(C_1-C_2)alkyl, and optionally substituted heterocyclyl selected from pyridyl and thienyl;

and pharmaceutically acceptable derivatives thereof.

12. Compound of Claim 11 wherein R^8 is selected from N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl substituted with one or more substituents selected from chloro, fluoro, and $-O-CH_2-O-$,

unsubstituted pyridyl, and

4-pyridyl substituted with one or more substituents selected from chloro, fluoro, $-NH_2$, methoxy, ethoxy, phenoxyethylamino, methylamino, methyl, ethyl, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino,

isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidinyl;

and pharmaceutically acceptable derivatives thereof.

13. Compound of Claim 12 and pharmaceutically acceptable derivatives thereof selected from:

Phenylmethyl 2-oxo-3-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,5,6,7,8-pentahydropyridino[3,2-c]pyridine-6-carboxylate;

3-(2-(4-Pyridyl)-1,3-thiazol-4-yl)-1,7,8-trihydro-5H-pyrano[4,3-b]pyridin-2-one;

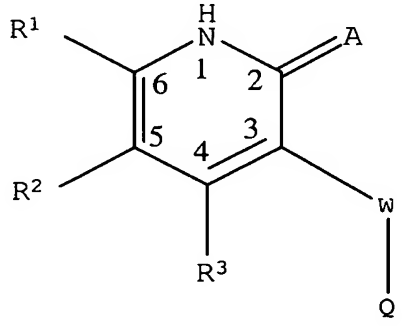
7-Ethyl-3-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,5,6,7,8-pentahydropyridino[3,2-c]pyridin-2-one;

tert-Butyl 2-oxo-3-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,5,6,7,8-pentahydropyridino[3,2-c]pyridine-6-carboxylate;

3-(2-(4-Pyridyl)-1,3-thiazol-4-yl)-1,5,6,7,8-pentahydropyridino[3,2-c]pyridin-2-one, dihydrochloride; and

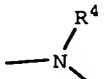
6-Methyl-3-(2-pyridin-4-yl-thiazol-4-yl)-5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one.

14. A compound of Formula I'



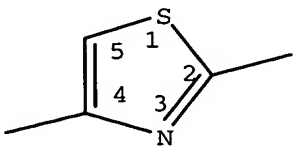
I'

wherein A is O or S;

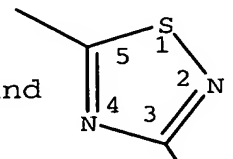
wherein Q is selected from $-N(R^5)_2$, $-NR^5C(O)R^5$, $-(C_1-C_8)$alkyl-OR^5, $-(C_1-C_8)$alkyl-$S(O)_nR^6$,  , substituted aryl, an unsubstituted or substituted monocyclic or bicyclic, non-aromatic carbocyclic ring, an unsubstituted or substituted monocyclic or bicyclic, heteroaryl ring, and an unsubstituted or substituted monocyclic or bicyclic, non-aromatic heterocyclic ring,

wherein a ring is unsubstituted or substituted with one or more groups selected from halo, (C_1-C_8)alkyl, (C_2-C_8)alkynyl, (C_2-C_8)alkenyl, $-OR^5$, $-O-(CH_2)_{1-2}-O-$, $-N(R^5)_2$, $-(C_1-C_8)$alkyl-$N(R^5)_2$, (C_1-C_8)haloalkyl, lower cyanoalkyl, $-(C_1-C_8)$alkyl-OR^5, lower alkylaminoalkoxy, lower aminoalkoxyalkyl, $-(C_1-C_8)$alkyl-$S(O)_nR^5$, $-N(R^5)-(C_1-C_8)$alkyl-$N(R^5)_2$, $-N(R^5)-(C_1-C_8)$alkyl-OR^5, $-N(R^5)-(C_1-C_8)$alkyl-$NHC(O)R^5$, $-N(R^5)-(C_1-C_8)$alkyl-$C(O)N(R^5)_2$, lower alkoxyalkyl, $-S(O)_nR^5$, $-SO_2NR^5R^5$, $-NR^5S(O)_nR^5$, cyano, nitro, optionally substituted (C_3-C_{10})cycloalkyl, optionally substituted aryl, optionally substituted 4-7 membered heterocyclyl, optionally substituted phenoxyalkyl, optionally substituted heterocyclyloxyalkyl, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-CO_2N(R^5)_2$, $-SO_2NHC(O)R^5$, optionally substituted phenylalkyl, optionally substituted heterocyclylalkyl, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$ and $-C(O)R^5$;

wherein W is selected from



and



;

wherein n is 0, 1 or 2;

wherein R^1 is selected from H, $-OR^6$, halo, aryl, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, (C_1-C_8)perfluoroalkyl, $-NR^5_2$, $-(C_1-C_8)$alkyl-NR^5_2, $-(C_1-C_8)$alkyl-OR^5, $-S(O)_n$-alkyl, $-S(O)_n$-aryl, $-S(O)_n$-heteroaryl, (C_3-C_{10})cycloalkyl, nitro, heterocyclyl, $-NR^5SO_2R^5$, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-(CR^5_2)_{1-8}$aryl, $-(CR^5_2)_{1-8}$heterocyclyl, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$, and $-C(O)R^5$; wherein R^1 and R^2 may be joined to form a 5-10 membered saturated or partially unsaturated carbocyclic or heterocyclic ring;

wherein R^2 is selected from H, $-OR^6$, halo, aryl, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, (C_1-C_8)perfluoroalkyl, $-NR^5_2$, $-(C_1-C_8)$alkyl-NR^5_2, $-(C_1-C_8)$alkyl-OR^5, $-S(O)_n$-alkyl, $-S(O)_n$-aryl, $-S(O)_n$-heteroaryl, (C_3-C_{10})cycloalkyl, nitro, heterocyclyl, $-NR^5SO_2R^5$, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-(CR^5_2)_{1-8}$aryl, $-(CR^5_2)_{1-8}$heterocyclyl, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$, and $-C(O)R^5$;

wherein R^3 is selected from H, $-OR^6$, halo, aryl, (C_1-C_8)alkyl, (C_2-C_8)alkenyl, (C_2-C_8)alkynyl, (C_1-C_8)perfluoroalkyl, $-NR^5_2$, $-(C_1-C_8)$alkyl-NR^5_2, $-(C_1-C_8)$alkyl-OR^5, $-S(O)_n$-alkyl, $-S(O)_n$-aryl, $-S(O)_n$-heteroaryl, (C_3-C_{10})cycloalkyl, nitro, heterocyclyl, $-NR^5SO_2R^5$, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-(CR^5_2)_{1-8}$aryl, $-(CR^5_2)_{1-8}$heterocyclyl, $-NR^5C(O)N(R^5)_2$, $-NR^5C(O)R^5$, $-NR^5CO_2R^5$, and $-C(O)R^5$; wherein R^2 and R^3 may be joined to form a 5-10 membered saturated or partially unsaturated carbocyclic or heterocyclic ring;

wherein R^4 is independently selected from H, and (C_1-C_6)alkyl;

wherein R^5 is independently selected from H, lower alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heterocyclyl, optionally substituted heterocyclylalkyl, optionally substituted C_3-C_6 cycloalkyl, optionally substituted C_3-C_6 cycloalkyl-alkyl, lower aminoalkyl, aryl-(C_1-C_6)alkylamino-(C_1-

C_6)alkyl, (C_1-C_6)alkylamino-(C_1-C_6)alkyl, aryloxyalkyl, alkylcarbonylalkyl, and lower perfluoroalkyl; and

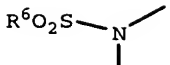
wherein R^6 is independently selected from lower alkyl, optionally substituted aryl, optionally substituted aryl-(C_1-C_6)alkyl, optionally substituted heterocyclyl, optionally substituted heterocyclyl-(C_1-C_6)alkyl, optionally substituted C_3-C_6 cycloalkyl, optionally substituted C_3-C_6 cycloalkyl-(C_1-C_6)alkyl, (C_1-C_6)alkylamino-(C_1-C_6)alkyl, aryloxy-(C_1-C_6)alkyl, (C_1-C_6)alkylcarbonyl-(C_1-C_6)alkyl, and lower perfluoroalkyl;

wherein each aryl, heteroaryl, cycloalkyl, and heterocyclyl moiety of any R^1, R^2, R^3, R^5, R^6, and Q is optionally substituted with one or more groups selected from halo, -NH_2, -OH, oxo, -CO_2H, (C_1-C_6)alkylamino, (C_1-C_6)alkoxy, (C_1-C_6)alkoxyalkyl, (C_1-C_6)alkyl, di(C_1-C_6)alkylamino, phenyl, and heterocyclyl;

and pharmaceutically acceptable derivatives thereof;

provided R^1 is not CF_3 when R^2 is ethoxycarbonyl, when R^3 is H, when W is thiazol-4-yl and when Q is 4-pyridyl or 2-chloro-4-pyridyl; further provided Q is not 4-pyridyl, when W is thiazol-2-yl, when R^1, R^3, and R^2 are H; further provided Q is not 2-nitro-5-furyl when W is thiazol-2-yl, when R^1 is methyl, when R^3 is H, and when R^2 is H; further provided Q is not phenyl when W is thiazol-2-yl, when R^1 is methyl, when R^3 is methyl, and when R^2 is H; further provided Q is not phenyl, 3,4-diacetylphenyl or 3,4-dihydroxyphenyl, when W is thiazol-2-yl, when R^1 is H, when R^3 is H, and when R^2 is H; and further provided Q is not 3-cyano-6-methyl-2-oxo-1,2-dihydro-5-pyridyl, when W is thiazol-2-yl, when R^1 is methyl, when R^3 is H, and when R^2 is acetyl.

15. Compound of Claim 14 wherein Q is selected from



R^6SO_2-$(C_1$-$C_6)$alkyl-, , substituted phenyl, and substituted or unsubstituted 5-6 membered heteroaryl;

wherein R^4 is independently selected from H, and $(C_1$-$C_2)$alkyl; and

wherein R^6 is independently selected from $(C_1$-$C_4)$alkyl, optionally substituted phenyl, optionally substituted phenyl-$(C_1$-$C_2)$alkyl, optionally substituted furyl-$(C_1$-$C_2)$-alkyl, optionally substituted C_3-C_6 cycloalkyl-$(C_1$-$C_2)$-alkyl, $(C_1$-$C_3)$alkylamino-$(C_1$-$C_3)$-alkyl-, phenyloxy-$(C_1$-$C_3)$alkyl-, $(C_1$-$C_2)$alkylcarbonyl-$(C_1$-$C_2)$alkyl- and optionally substituted heterocyclyl selected from pyridyl and thienyl; and pharmaceutically acceptable derivatives thereof.

16. Compound of Claim 15 wherein Q is selected from phenylsulfonylamino, N-methyl-N-(2-pyridylsulfonyl)amino, N-methyl-N-(3-pyridylsulfonyl)amino, N-methyl-N-(4-pyridylsulfonyl)amino, N-methyl-N-(2-thienylsulfonyl)amino, N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 3-pyridylsulfonylmethyl, 4-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, 3-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, 3-trifluoromethylbenzyl-sulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 4-chlorophenyl-methylsulfonylmethyl, 2-thienyl, 3-(4-chlorophenylsulfonylmethyl)-2-thienyl, phenyl substituted with one or more substituents selected from hydroxyl, chloro, fluoro, methoxy, -O-CH_2-O-, amino, aminomethyl, methylsulfonyl, methyl, cyano, trifluoromethyl, and pyrrolyl, unsubstituted pyridyl, and

4-pyridyl substituted with one or more substituents selected from chloro, fluoro, methyl, ethyl, $-NH_2$, methoxy, ethoxy, -OH, $-CO_2H$, phenoxyethylamino, methylamino, dimethylamino, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidinyl; and pharmaceutically acceptable derivatives thereof.

17. Compound of Claim 14, and pharmaceutically acceptable derivatives thereof, wherein W is thiazol-4-yl.

18. Compound of Claim 14 wherein R^1 is selected from (C_1-C_6)alkyl, $-(C_1-C_4)$alkyl-$N(R^5)_2$, $-(C_1-C_4)$alkyl-OR^5, (C_3-C_5)cycloalkyl and $-CF_3$; wherein R^5 is independently selected from H, C_1-C_5-alkyl, optionally substituted phenyl, optionally substituted benzyl, optionally substituted pyridyl-(C_1-C_3)-alkyl, optionally substituted thienyl-(C_1-C_3)-alkyl, optionally substituted piperazinyl-(C_1-C_3)-alkyl, 4-morpholinyl-(C_1-C_3)-alkyl, optionally substituted pyrrolidinyl-(C_1-C_3)-alkyl, optionally substituted piperidinyl-(C_1-C_3)-alkyl, optionally substituted C_3-C_6 cycloalkyl-(C_1-C_3)-alkyl, amino-(C_1-C_4)-alkyl-, benzylamino-(C_1-C_3)-alkyl-, [N-(C_1-C_3)-alkyl-N-benzylamino]-(C_1-C_3)-alkyl-, $-(C_1-C_3)$-alkyl-N-$((C_1-C_3)$-alkyl$)_2$, $-(C_1-C_3)$-alkyl-NH-(C_1-C_3)-alkyl and optionally substituted heterocyclyl selected from piperazinyl, morpholinyl, pyrrolidinyl and piperidinyl; and pharmaceutically acceptable derivatives thereof.

19. Compound of Claim 18 wherein R^1 is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, 1-pyrrolidinyltheyl, benzyloxymethyl, benzyloxyethyl, hydroxyethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl and $-CF_3$; and pharmaceutically acceptable derivatives thereof.

20. Compound of Claim 14 wherein R^2 is selected from H, halo, (C_1-C_3)alkyl, $-NR^5_2$, $-OR^6$, $-(C_1-C_3)$alkyl$-OR^5$, $-(C_1-C_3)$alkyl$-NR^5_2$, $-C(O)N(R^5)_2$, $-CO_2R^5$, $-(CH_2)_{1-3}-$(5-6 membered saturated or partially unsaturated) heterocyclyl, 5-6 membered saturated or partially unsaturated heterocyclyl, $-NHC(O)R^5$, and $-C(O)R^5$; wherein R^5 is independently selected from H, C_1-C_5-alkyl, optionally substituted phenyl, optionally substituted benzyl, optionally substituted pyridyl-(C_1-C_3)-alkyl, optionally substituted thienyl-(C_1-C_3)-alkyl, optionally substituted piperazinyl-(C_1-C_3)-alkyl, 4-morpholinyl-(C_1-C_3)-alkyl, optionally substituted pyrrolidinyl-(C_1-C_3)-alkyl, optionally substituted piperidinyl-(C_1-C_3)-alkyl, optionally substituted C_3-C_6 cycloalkyl-(C_1-C_3)-alkyl, amino-(C_1-C_4)-alkyl-, benzylamino-(C_1-C_3)-alkyl-, [N-(C_1-C_3)-alkyl-N-benzylamino]-(C_1-C_3)-alkyl-, $-(C_1-C_3)$-alkyl-N-$((C_1-C_3)$-alkyl$)_2$, $-(C_1-C_3)$-alkyl-NH-(C_1-C_3)-alkyl and optionally substituted heterocyclyl selected from piperazinyl, morpholinyl, pyrrolidinyl and piperidinyl; and pharmaceutically acceptable derivatives thereof.

21. Compound of Claim 20 wherein R^2 is selected from H, bromo, methyl, hydroxymethyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, (N-diethylaminoethyl-N-methyl)aminomethyl, (N-dimethylaminoethyl-N-ethyl)aminomethyl, 4,5-dihydro-oxazol-2-yl, 5-methyl-4,5-dihydro-oxazol-2-yl, 2-furyl, amino, isobutylamino, 3-

methylbutylamino, ethylcarbonyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, 4-pyridylmethylaminocarbonyl, dimethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, propoxycarbonyl, 1-methylpropoxycarbonyl, butoxycarbonyl, iso-butoxycarbonyl, tert-butoxycarbonyl, 2-thienylethoxycarbonyl, 4-morpholinylethoxycarbonyl, (4-piperidinyl)methoxycarbonyl, (1-piperazinyl)ethoxycarbonyl, (1-methyl-piperidin-3-yl)oxycarbonyl, (1-methyl-piperidin-4-yl)oxycarbonyl, (1-ethyl-piperidin-3-yl)oxycarbonyl, (1-methyl-pyrrolidin-3-yl)oxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylpropoxycarbonyl, 1-methyl-2-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminoethoxycarbonyl, di-isopropylaminoethoxycarbonyl, (N-ethyl-N-benzylamino)ethoxycarbonyl, diethylaminopropoxycarbonyl, dimethylaminoethoxycarbonyl, 2-(dimethylamino)-1-(methyl)ethoxycarbonyl, 2-(diethylamino)-1-(methyl)ethoxycarbonyl, carboxyl, methylcarbonylamino, isobutylcarbonylamino, methylaminomethylcarbonylamino, dimethylaminomethylcarbonylamino, tert-butylaminomethylcarbonylamino, (1-amino-2-methylpropyl)carbonylamino, 1-piperidinylmethylcarbonylamino, 1-piperidinylethylcarbonylamino, 1-piperidinylpropylcarbonylamino, aminomethylcarbonylamino and 1-methyl-4-piperazinylcarbonyl; and pharmaceutically acceptable derivatives thereof.

22. Compound of Claim 14 wherein R^1 and R^2 may be joined together with the pyridone ring to form optionally

substituted 2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, optionally substituted 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, optionally substituted 5,6,7,8-tetrahydro-1H-quinolin-2-one, optionally substituted 7,8-dihydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and pharmaceutically acceptable derivatives thereof.

23. Compound of Claim 22, wherein R^1 and R^2 are joined together with the pyridone ring to form 6-benzyloxycarbonyl-2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, 7-Boc-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 7-ethyl-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 5-methyl-7,8-dihydro-1H-quinolin-2-one, 5-propylamino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 5-propylimino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and pharmaceutically acceptable derivatives thereof.

24. Compound of Claim 14 wherein R^3 is H; and pharmaceutically acceptable derivatives thereof.

25. Compound of Claim 14 wherein A is O; and pharmaceutically acceptable derivatives thereof.

26. Compound of Claim 14, and pharmaceutically acceptable derivatives thereof, wherein A is O; wherein Q is selected from N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl,

methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl substituted with one or more substituents selected from chloro, fluoro, and $-O-CH_2-O-$,

unsubstituted pyridyl, and

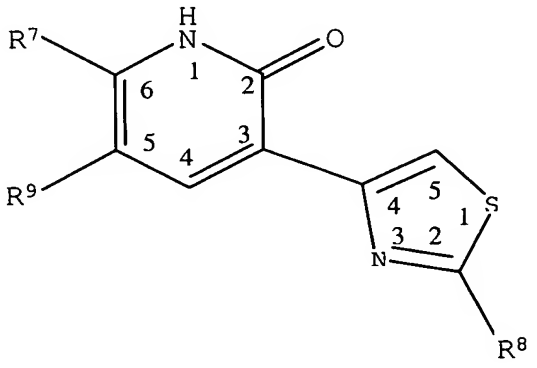
4-pyridyl substituted with one or more substituents selected from chloro, fluoro, $-NH_2$, methoxy, ethoxy, methyl, ethyl, phenoxyethylamino, methylamino, dimethylamino, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidinyl;

wherein R^1 is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, hydroxyethyl, benzyloxymethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl, and $-CF_3$;

wherein R^2 is selected from H, bromo, methyl, amino, isobutylamino, hydroxymethyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, tert-butoxycarbonyl, 4-morpholinylethoxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminopropoxycarbonyl, carboxyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, methylcarbonylamino, isobutylcarbonylamino, and 1-methyl-4-piperazinylcarbonyl;

wherein R^1 and R^2 may be joined together with the pyridone ring to form 6-benzyloxycarbonyl-2-oxo-1,5,7,8-tetrahydro-2H-[1,6]naphthyridine, 5,6,7,8-tetrahydro-1H-[1,6]naphthyridin-2-one, 7-Boc-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 7-ethyl-5,6,7,8-tetrahydro-1H-[1,7]naphthyridin-2-one, 5-methyl-7,8-dihydro-1H-quinolin-2-one, 5-propylamino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 5-propylimino-5,6,7,8-tetrahydro-1H-quinolin-2-one, 7,8-dihydro-(1H,6H)-quinoline-2,5-dione or 1,5,7,8-tetrahydro-pyrano[4,3-b]pyridin-2-one; and wherein R^3 is H.

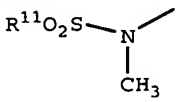
27. A compound of Claim 14 having Formula II'



II'

wherein R^7 is selected from -$(C_1$-$C_3)$alkyl, -$(C_1$-$C_3)$alkyl-$N(R^{10})_2$, -$(C_1$-$C_3)$alkyl-OR^{10}, -$(C_3$-$C_5)$cycloalkyl, and $-CF_3$;

wherein R^8 is selected from $R^{10}SO_2$-$(C_1$-$C_6)$alkyl-, $R^{11}SO_2NH$-



, substituted phenyl, and substituted or unsubstituted 5-6 membered heteroaryl;

wherein R^9 is selected from H, halo, $(C_1$-$C_3)$alkyl, $-NR^{10}_2$, -$(C_1$-$C_3)$alkyl-OR^{10}, $-C(O)N(R^{10})_2$, $-CO_2R^{10}$, $(CH_2)_{1-3}$-(5-6 membered saturated or partially unsaturated heterocyclyl, $-NHC(O)R^{10}$, and $-C(O)R^{10}$;

wherein R^{10} is independently selected from H, (C_1-C_4)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C_1-C_2)alkyl, optionally substituted furyl-(C_1-C_2)-alkyl, optionally substituted C_3-C_6 cycloalkyl-(C_1-C_2)-alkyl, (C_1-C_3)alkylamino-(C_1-C_3)-alkyl-, phenyloxy-(C_1-C_3)alkyl-, (C_1-C_2)alkylcarbonyl-(C_1-C_2)alkyl- and optionally substituted heterocyclyl selected from pyridyl and thienyl; and

wherein R^{11} is independently selected from (C_1-C_4)alkyl, optionally substituted phenyl, optionally substituted phenyl-(C_1-C_2)alkyl, optionally substituted furyl-(C_1-C_2)-alkyl, optionally substituted C_3-C_6 cycloalkyl-(C_1-C_2)-alkyl, (C_1-C_3)alkylamino-(C_1-C_3)-alkyl-, phenyloxy-(C_1-C_3)alkyl-, (C_1-C_2)alkylcarbonyl-(C_1-C_2)alkyl, and optionally substituted heterocyclyl selected from pyridyl and thienyl;

and pharmaceutically acceptable derivatives thereof;

provided R^7 is not CF_3 when R^9 is ethoxycarbonyl and when R^8 is 4-pyridyl or 2-chloro-4-pyridyl.

28. Compound of Claim 27 wherein R^7 is selected from methyl, ethyl, propyl, isopropyl, dimethylaminomethyl, 1-pyrrolidinyltheyl, benzyloxymethyl, benzyloxyethyl, hydroxyethyl, 4-methoxy-benzyloxymethyl, methoxymethyl, cyclopropyl and $-CF_3$; wherein R^8 is selected from N-methyl-N-(phenylsulfonyl)amino, 2-pyridylsulfonylmethyl, 2-thienylsulfonylmethyl, phenylsulfonylmethyl, (1-methyl)-1-(phenylsulfonyl)ethyl, 4-chlorophenyl-sulfonylmethyl, 2-furylmethylsulfonylmethyl, methylsulfonylmethyl, tert-butyl-sulfonylmethyl, 4-fluorobenzylsulfonylmethyl, 2-thienyl, phenyl substituted with one or more substituents selected from

chloro, fluoro, and $-O-CH_2-O-$,

unsubstituted pyridyl, and

4-pyridyl substituted with one or more substituents selected from chloro, fluoro, $-NH_2$, methoxy, ethoxy, methyl, ethyl, phenoxyethylamino, methylamino, butylamino, isobutylamino, dimethylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidinyl; and

wherein R^9 is selected from H, bromo, methyl, hydroxymethyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, (N-diethylaminoethyl-N-methyl)aminomethyl, (N-dimethylaminoethyl-N-ethyl)aminomethyl, 4,5-dihydro-oxazol-2-yl, 5-methyl-4,5-dihydro-oxazol-2-yl, 2-furyl, amino, isobutylamino, 3-methylbutylamino, ethylcarbonyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, 4-pyridylmethylaminocarbonyl, dimethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, propoxycarbonyl, 1-methylpropoxycarbonyl, butoxycarbonyl, iso-butoxycarbonyl, tert-butoxycarbonyl, 2-thienylethoxycarbonyl, 4-morpholinylethoxycarbonyl, (4-piperidinyl)methoxycarbonyl, (1-piperidinyl)ethoxycarbonyl, (1-piperazinyl)ethoxycarbonyl, (1-methyl-piperidin-3-yl)oxycarbonyl, (1-methyl-piperidin-4-yl)oxycarbonyl, (1-ethyl-piperidin-3-yl)oxycarbonyl, (1-methyl-pyrrolidin-3-yl)oxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylethoxycarbonyl, 2-oxo-pyrrolidin-1-

ylpropoxycarbonyl, 1-methyl-2-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminoethoxycarbonyl, di-isopropylaminoethoxycarbonyl, (N-ethyl-N-benzylamino)ethoxycarbonyl, diethylaminopropoxycarbonyl, dimethylaminoethoxycarbonyl, 2-(dimethylamino)-1-(methyl)ethoxycarbonyl, 2-(diethylamino)-1-(methyl)ethoxycarbonyl, carboxyl, methylcarbonylamino, isobutylcarbonylamino, methylaminomethylcarbonylamino, dimethylaminomethylcarbonylamino, tert-butylaminomethylcarbonylamino, (1-amino-2-methylpropyl)carbonylamino, 1-piperidinylmethylcarbonylamino, 1-piperidinylethylcarbonylamino, 1-piperidinylpropylcarbonylamino, aminomethylcarbonylamino and 1-methyl-4-piperazinylcarbonyl; and pharmaceutically acceptable derivatives thereof.

29. Compound of Claim 27 wherein R^7 is selected from methyl, ethyl, propyl, and isopropyl.

30. Compound of Claim 27 wherein R^8 is selected from phenylsulfonylmethyl and 4-pyridyl substituted with one or more substituents selected from chloro, fluoro, $-NH_2$, methoxy, ethoxy, phenoxyethylamino, methylamino, dimethylamino, methyl, ethyl, butylamino, isobutylamino, benzylamino, 4-fluorobenzylamino, 2-thienylethylamino, 3-pyridylmethylamino, 2-pyridylmethylamino, 2-furylmethylamino, 4-methoxybenzylamino, diethylamino, cyclopropylmethylamino, cyclopentylmethylamino, ethylaminoethylamino, diethylaminoethylamino, isopropylaminoethylamino, methylcarbonylaminoethylamino, methylcarbonylmethylamino, pyrrolidinyl, piperazinyl, piperidinyl, morpholinyl and azetidinyl.

31. Compound of Claim 27 wherein R^9 is selected from methyl, hydroxymethyl, 1,2,5,6-tetrahydro-1-pyridylmethyl, 1-piperidinylmethyl, 1-methyl-4-piperazinylmethyl, (N-diethylaminoethyl-N-methyl)aminomethyl, (N-dimethylaminoethyl-N-ethyl)aminomethyl, 4,5-dihydro-oxazol-2-yl, 5-methyl-4,5-dihydro-oxazol-2-yl, 2-furyl, amino, isobutylamino, 3-methylbutylamino, ethylcarbonyl, aminocarbonyl, 4-methoxybenzylaminocarbonyl, 2-pyridylmethylaminocarbonyl, 4-pyridylmethylaminocarbonyl, dimethylaminocarbonyl, ethylaminoethylaminocarbonyl, isopropylaminoethylaminocarbonyl, cyclopropylmethylaminocarbonyl, isobutylaminocarbonyl, ethoxycarbonyl, propoxycarbonyl, 1-methylpropoxycarbonyl, butoxycarbonyl, iso-butoxycarbonyl, tert-butoxycarbonyl, 2-thienylethoxycarbonyl, 4-morpholinylethoxycarbonyl, (4-piperidinyl)methoxycarbonyl, (1-piperidinyl)ethoxycarbonyl, (1-piperazinyl)ethoxycarbonyl, (1-methyl-piperidin-3-yl)oxycarbonyl, (1-methyl-piperidin-4-yl)oxycarbonyl, (1-ethyl-piperidin-3-yl)oxycarbonyl, (1-methyl-pyrrolidin-3-yl)oxycarbonyl, 1-pyrrolidinylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylethoxycarbonyl, 2-oxo-pyrrolidin-1-ylpropoxycarbonyl, 1-methyl-2-pyrrolidinylethoxycarbonyl, 1-piperidinylethoxycarbonyl, diethylaminoethoxycarbonyl, di-isopropylaminoethoxycarbonyl, (N-ethyl-N-benzylamino)ethoxycarbonyl, diethylaminopropoxycarbonyl, dimethylaminoethoxycarbonyl, 2-(dimethylamino)-1-(methyl)ethoxycarbonyl, 2-(diethylamino)-1-(methyl)ethoxycarbonyl, carboxyl, methylcarbonylamino, isobutylcarbonylamino, methylaminomethylcarbonylamino, dimethylaminomethylcarbonylamino, tert-butylaminomethylcarbonylamino, (1-amino-2-methylpropyl)carbonylamino, 1-piperidinylmethylcarbonylamino, 1-piperidinylethylcarbonylamino, 1-

piperidinylpropylcarbonylamino, aminomethylcarbonylamino and 1-methyl-4-piperazinylcarbonyl; and pharmaceutically acceptable derivatives thereof.

32. Compound of Claim 27 and pharmaceutically acceptable derivatives thereof selected from:

6-Isopropyl-5-methyl-3-(2-pyrindin-4-yl-thiazol-4-yl)-1*H*-pyridin-2-one;

6-Ethyl-5-isopropionyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1*H*-pyridin-2-one;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(2-oxo-pyrrolidin-1-yl)-ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-diethylamino-ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-pyrrolidin-1-yl-ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-diethylamino-1-methyl-ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-ethyl-piperidin-3-yl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-dimethylamino-ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-dimethylamino-1-methyl-ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-methyl-piperidin-3-yl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-ethyl-pyrrolidin-3-yl ester;

5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid piperidin-4-ylmethyl ester;

5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-1-methyl-ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(benzyl-methyl-amino)-ethyl ester;

5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-propyl ester;

5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-(1-methyl-pyrrolidin-2-yl)-ethyl ester;

5-[2-(2-Dimethylamino-pyridin-4-yl)-thiazol-4-yl]-2-isopropyl-6-oxo-1,6-dihydro-pyridine-3-carboxylic acid ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-piperazin-1-yl-ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(2-oxo-pyrrolidin-1-yl)-propyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-methyl-pyrrolidin-3-yl ester;

3-(2-Benzenesulfonylmethyl-thiazol-4-yl)-6-isopropyl-5-methyl-1*H*-pyridin-2-one;

3-(2-Benzenesulfonylmethyl-thiazol-4yl)-6-ethyl-5-propionyl-1*H*-pyridin-2-one;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-morpholin-4-yl-ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid phenethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid piperidin-4-ylmethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-thiophen-2-yl-ethyl ester;

5-(4,5-Dihydro-oxazol-2-yl)-6-isopropyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;

5-{[(2-Dimethylamino-ethyl)-ethyl-amino]-methyl}-6-ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-piperidin-1-yl-ethyl ester;

5-{[(2-Diethylamino-ethyl)-methyl-amino]-methyl}-6-ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;

2-(2-Hydroxy-ethyl)-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid ethyl ester;

2-Amino-N-[2-ethyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridin-3-yl]-acetamide;

2-tert-Butylamino-N-[2-ethyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridin-3-yl]-acetamide;

6-Ethyl-5-(3-methyl-butylamino)-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;

Ethyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-2-ethyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-2-ethyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-2-(trifluoromethyl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-6-oxo-5-{2-[(2-pyridylsulfonyl)methyl](1,3-thiazol-4-yl)}-2-(trifluoromethyl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl-6-oxo-5-{2-[(2-thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-2-(trifluoromethyl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-isopropyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-isopropyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-isopropyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-propyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-propyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydro-pyridine-3-carboxylate;

Ethyl 2-propyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 6-oxo-2-[(phenylmethoxy)methyl]-5-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 6-oxo-2-[(phenylmethoxy)methyl]-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-[(2-thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-({[(4-fluorophenyl)methyl]sulfonyl}methyl)(1,3-thiazol-4-yl)]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-({[(4-fluorophenyl)methyl]sulfonyl}methyl)(1,3-thiazol-4-yl)]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

(Ethyl 2-methyl-6-oxo-5-{2-[(2-thienylsulfonyl)methyl]methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-(phenylthiomethyl)(1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(2-chloro(4-pyridyl))(1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-{[(2-furylmethyl)sulfonyl]methyl}(1,3-thiazol-4-yl))-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-{[(2-furylmethyl)sulfonyl]methyl}(1,3-thiazol-4-yl))-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate

Ethyl 5-[2-(2-ethyl(4-pyridyl))(1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-(2-(2-((2-methylpropyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(2-((3-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(2-((phenylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-(2-(2-((2-((1-methylethyl)amino)ethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-(2-((2-(diethylamino)ethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-{2-[(fur-2-ylmethyl)-amino]-pyridin-4-yl}-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-{2-[2-(2-thien-2-yl-ethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(2-butylamino-pyridin-4-yl)-thiazol-4-yl]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-{2-[2-(carbamoylmethyl-amino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-{2-[2-acetylamino-ethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

5-{2-[2-(Cyclopropylmethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylic acid cyclopropyl-methyl amide;

Ethyl 5-{2-[2-(cyclopropylmethyl-amino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

5-{2-[2-(Cyclopentyl)methylamino-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

5-{2-[2-(4-Methoxybenzylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylic acid 4-methoxy-benzylamide;

Ethyl 2-methyl-6-oxo-5-(2-(2-amino-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-[2-(methylamino)(1,3-thiazol-4-yl)]-6-oxo-1,6-dihydropyridine-3-carboxylate;

6-Methyl-3-(2-(4-pyridyl)(1,3-thiazol-4-yl))hydropyridin-2-one;

Ethyl 2-methyl-5-(2-(2-(methyloxy)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-[(2-pyridylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-(2-(1-methyl-1-(phenylsulfonyl)ethyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-cyclopropyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-cyclopropyl-6-oxo-5-(2-((phenylsulfonyl)methyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

5-Bromo-6-methyl-3-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-2(1H)-pyridinone;

Ethyl 2-methyl-5-(2-(2-(methylamino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate

5-Amino-6-ethyl-3-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-2(1H)-pyridinone;

6-Methyl-3-(2-(2-((2-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-2(1H)-pyridinone;

Ethyl 2-methyl-6-oxo-5-(2-(2-((2-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(methylamino-pyridin-4-yl)-thiazol-4-yl]-2-isopropyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

1,1-Dimethylethyl 2-methyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

2-(1-Pyrrolidinyl)ethyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

6-Ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;

6-Isopropyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;

3-(Diethylamino)propyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

3-(Diethylamino)propyl 2-(1-methylethyl)-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate; and

5-Hydroxymethyl-6-methyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one.

33. Compound of Claim 27 and pharmaceutically acceptable derivatives thereof selected from:

6-Isopropyl-5-methyl-3-(2-pyrindin-4-yl-thiazol-4-yl)-1*H*-pyridin-2-one;

3-(2-Benzenesulfonylmethyl-thiazol-4-yl)-6-isopropyl-5-methyl-1*H*-pyridin-2-one;

6-Ethyl-5-isopropionyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1*H*-pyridin-2-one;

3-(2-Benzenesulfonylmethyl-thiazol-4yl)-6-ethyl-5-propionyl-1*H*-pyridin-2-one;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-pyrrolidin-1-yl-ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(2-oxo-pyrrolidin-1-yl)-ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-diethylamino-ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-ethyl-piperidin-3-yl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-methyl-piperidin-3-yl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-dimethylamino-1-methyl-ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-diethylamino-1-methyl-ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(benzyl-methyl-amino)-ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 1-methyl-piperidin-4-yl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-(2-oxo-pyrrolidin-1-yl)-propyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid phenethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid 2-thiophen-2-yl-ethyl ester;

5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-ethyl ester;

5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-1-methyl-ethyl ester;

5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-diethylamino-propyl ester;

5-(2-Benzenesulfonylmethyl-thiazol-4-yl)-2-isopropyl-6-oxo-1,6-pyridine-3-carboxylic acid 2-(1-methyl-pyrrolidin-2-yl)-ethyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid methyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid propyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid butyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid isobutyl ester;

2-Isopropyl-6-oxo-5-(2-pyridin-4-yl-thiazol-4-yl)-1,6-dihydro-pyridine-3-carboxylic acid sec-butyl ester;

5-{[(2-Diethylamino-ethyl)-methyl-amino]-methyl}-6-ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;

5-[2-(2-Dimethylamino-pyridin-4-yl)-thiazol-4-yl]-2-isopropyl-6-oxo-1,6-dihydro-pyridine-3-carboxylic acid ethyl ester;

Ethyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-ethyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-ethyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-isopropyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-isopropyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-isopropyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-propyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-propyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-propyl-6-oxo-5-{2-[(thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 6-oxo-2-[(phenylmethoxy)methyl]-5-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 6-oxo-2-[(phenylmethoxy)methyl]-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-[(2-thienylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-({[(4-fluorophenyl)methyl]sulfonyl}methyl)(1,3-thiazol-4-yl)]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-({[(4-fluorophenyl)methyl]sulfonyl}methyl)(1,3-thiazol-4-yl)]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-(phenylthiomethyl)(1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(2-ethyl(4-pyridyl))(1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(2-chloro(4-pyridyl))(1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(3,5-Dichloro-pyridin-4-yl)-thiazol-4-yl]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-(2-(2-((2-methylpropyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(2-((3-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(2-((phenylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-(2-(2-((2-((1-methylethyl)amino)ethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-(2-((2-(diethylamino)ethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-(2-{2-[(fur-2-ylmethyl)-amino]-pyridin-4-yl}-thiazol-4-yl)-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-{2-[2-(2-thien-2-yl-ethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(2-butylamino-pyridin-4-yl)-thiazol-4-yl]-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-{2-[2-(carbamoylmethyl-amino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-{2-[2-acetylamino-ethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

5-{2-[2-(Cyclopropylmethylamino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxohydro-pyridine-3-carboxylic acid cyclopropyl-methyl amide;

Ethyl 5-{2-[2-(cyclopropylmethyl-amino)-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-{2-[2-(cyclopentyl)methylamino-pyridin-4-yl]-thiazol-4-yl}-2-methyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(2-(amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-[2-(methylamino)(1,3-thiazol-4-yl)]-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-[(phenylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl))-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-6-oxo-5-{2-[(2-pyridylsulfonyl)methyl](1,3-thiazol-4-yl)}-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-methyl-5-(2-(1-methyl-1-(phenylsulfonyl)ethyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

Ethyl 2-cyclopropyl-6-oxo-5-(2-((phenylsulfonyl)methyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

5-Bromo-6-methyl-3-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-2(1H)-pyridinone;

Ethyl 2-methyl-5-(2-(2-(methylamino)-4-pyridinyl)-1,3-thiazol-4-yl)-6-oxo-1,6-dihydropyridine-3-carboxylate;

2-Methyl-6-oxo-N-(2-pyridinylmethyl)-5-(2-(2-((2-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxamide;

Ethyl 2-methyl-6-oxo-5-(2-(2-((2-pyridinylmethyl)amino)-4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

Ethyl 5-[2-(methylamino-pyridin-4-yl)-thiazol-4-yl]-2-isopropyl-6-oxo-1,6-dihydropyridine-3-carboxylate;

1,1-Dimethylethyl 2-methyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

2-(1-Pyrrolidinyl)ethyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate;

6-Ethyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;

6-Isopropyl-3-(2-pyridin-4-yl-thiazol-4-yl)-1H-pyridin-2-one;

3-(Diethylamino)propyl 2-ethyl-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate; and

3-(Diethylamino)propyl 2-(1-methylethyl)-6-oxo-5-(2-(4-pyridinyl)-1,3-thiazol-4-yl)-1,6-dihydropyridine-3-carboxylate.

34. A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of Claim 1.

35. A method of inhibiting cell proliferation which comprises administering an effective amount of a compound of Claim 1 and ethyl 2-trifluoromethyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-3-pyridinecarboxylate.

36. A method of treating cancer which comprises administering an effective amount of a compound of Claim 1 and ethyl 2-trifluoromethyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-3-pyridinecarboxylate.

37. A method of inhibiting a serine/threonine kinase which comprises administering an effective amount a compound of Claim 1 and ethyl 2-trifluoromethyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-3-pyridinecarboxylate.

38. A method of treating a neurological disorder which comprises administering an effective amount a compound of Claim 1 and ethyl 2-trifluoromethyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-3-pyridinecarboxylate.

39. A method of treating apoptosis comprising administering an effective amount a compound of Claim 1 and ethyl 2-trifluoromethyl-6-oxo-5-(2-(4-pyridyl)(1,3-thiazol-4-yl)-1,6-dihydro-3-pyridinecarboxylate.